

RECORDATION NO. 6746-E FILED

AUG 28 '00 2:12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 25, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale dated as of January 4, 1993, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment which was previously filed with the Commission under Recordation Number 6746.

The names and addresses of the parties to the enclosed documents are:

Lessor: First Security Bank of Utah  
79 South Main Street, 3<sup>rd</sup> Floor  
Salt Lake City, Utah 84111

[Buyer: Canadian National Railway Company]

A description of the railroad equipment covered by the enclosed documents is:

10 tri-level autoracks within the series CN 700651 - CN 700761.

K-7

Mr. Vernon A. Williams

August 25, 2000

Page Two

A short summary of the document to appear in the index follows:

Bill of Sale from First Security Bank of Utah, Owner Trustee Seller, to Canadian National Railway Company, Lessee Purchaser, covering 10 tri-level autoracks within the series CN 700651 - CN 700761.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## BILL OF SALE

First Security Bank of Utah, N.A. not in its individual capacity but solely as owner-trustee (hereinafter called the "Seller"), for valuable consideration paid by Canadian National Railway Company (hereinafter called the "Purchaser") at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Purchaser, its successors and assigns, its right, title and interest in the property described in Schedule A hereto (the "Equipment").

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns that, as of the date hereof, the Seller has title to the aforesaid property and good and lawful right to sell the Equipment and dispose of said title.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances, arising by, through or under the Seller, other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances which the Purchaser has the duty to discharge in its capacity as Lessee under that certain Lease of Equipment dated as of June 1, 1972 with First Security Leasing Company of Nevada successor in interest to First Security Bank of Idaho, N.A. as Lessor.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." EXCEPT AS SET FORTH HEREIN, THE LESSOR MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

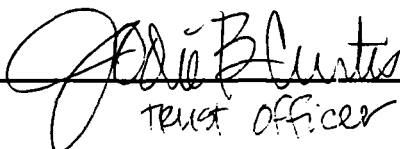
IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its duly authorized representatives on this 4th day of January, 1993.

FIRST SECURITY BANK OF UTAH, N.A.  
not in its individual capacity but  
solely as owner-trustee

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SURFACE TRANSPORTATION BOARD

  
Trust Officer


SCHEDULE A

<u>Type of Equipment</u>	<u># of Units</u>	<u>Identification Marks</u>
Tri-level autorack flatcars built by National Steel Car Limited in 1972.	10	CN 700651 CN 700653 CN 700660 CN 700694 CN 700699 CN 700747 CN 700751 CN 700753 CN 700760 CN 700761

CANADA ) TO ALL WHOM THESE PRESENTS  
 )  
PROVINCE OF QUEBEC ) MAY COME, BE SEEN OR KNOWN  
 )  
JUDICIAL DISTRICT )  
OF MONTREAL )

I, JOHN LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE** executed by First Security Bank of Utah, N.A. on January 4, 1993 in favour of Canadian National Railway Company, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 27th day of July, 2000.

  
A Commissioner for Oaths in and  
for all judicial districts of the  
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 1995 2-001